

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF MISSOURI
EASTERN DIVISION**

In re:)	Chapter 11
)	
FORESIGHT ENERGY LP, <i>et al.</i> ,)	Case No. 20-41308-659
)	
Debtors.)	Jointly Administered
)	
)	Related Docket No.: 206

**ORDER AUTHORIZING THE RETENTION AND
EMPLOYMENT OF BAILEY & GLASSER LLP AS
SPECIAL COUNSEL FOR THE DEBTORS AND DEBTORS
IN POSSESSION EFFECTIVE AS OF THE PETITION DATE**

Upon the Application¹ of the Debtors requesting entry of an order (this “Final Order”), pursuant to sections 327(e) and 330 of the Bankruptcy Code, Bankruptcy Rules 2014(a) and 2016, and Local Bankruptcy Rules 2014 and 2016-1, authorizing the retention and employment of Bailey Glasser as special counsel with respect to specific matters described in the Application, effective as of the Petition Date, and upon the consideration of the Johnson Declaration and the Moore Declaration in support thereof; and the Court being satisfied based on the representations made in the Application, the Johnson Declaration, and the Moore Declaration that said attorneys represent no interest adverse to the Debtors’ estates with respect to the matters upon which they are to be engaged, that they are disinterested persons as that term is defined in section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code, and that their employment is necessary and is in the best interests of the Debtors’ estates; and it appearing that this Court has jurisdiction to consider the Application pursuant to 28 U.S.C. §§ 157 and 1334 and Rule 81-9.01(B)(1) of the Local Rules of the United States District Court for the Eastern District

¹ All capitalized terms used and not defined herein shall have the meanings ascribed to them in the Application.

of Missouri; and it appearing that venue of the Debtors' chapter 11 cases and the Application in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that this matter is a core proceeding pursuant to 28 U.S.C. § 157(b); and it appearing that proper and adequate notice of the Application has been given and that no other or further notice is necessary; and a hearing having been held to consider the relief requested in the Application; and upon the record of the hearing and all of the proceedings had before the Court; and the Court having found and determined that the relief sought in the Application is in the best interests of the Debtors, their estates, their creditors, and all other parties in interest; and that the legal and factual bases set forth in the Application establish just cause for the relief granted herein; and all objections to the relief requested in the Application and to the entry of this Final Order having been withdrawn, resolved, or overruled by the Court; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Application is **GRANTED** on a final basis to the extent set forth herein.
2. The Debtors are authorized, pursuant to sections 327(e) and 330 of the Bankruptcy Code, Bankruptcy Rules 2014(a) and 2016, and Local Bankruptcy Rules 2014 and 2016-1, to employ and retain Bailey Glasser as their special counsel on Special Counsel Matters (as defined herein) effective as of the Petition Date.
3. Bailey Glasser is authorized to render the following professional services to the Debtors (collectively, the "Special Counsel Matters"):
 - a. Advising on various environmental permits and compliance orders necessary to construct pipelines and diffusers in the Big Muddy River to allow discharges of chloride water into mixing zones

approved under Clean Water Act mixing zones and representing debtors in any ensuing litigation regarding the same;

- b. Representing Macoupin Energy regarding groundwater management zones at Macoupin Energy and related Consent Orders;
- c. To the extent any litigation occurs during the pendency of Debtors' cases, continuing to represent Williamson Energy, LLC in the claims brought by an alleged partnership (Mitchell-Roberts), by the Inmans, by Reba Mitchell, and by plaintiffs pursuing claim against Williamson Energy, LLC related to nuisance caused by fan noise;
- d. Advising on chloride and sulfate water treatment at Sugar Camp Energy including any related compliance or permitting efforts or litigation;
- e. Pursuing an injunction related to unconstitutional regulations in Kentucky involving coal price bidding;
- f. Providing analyses of rights under certain real estate deeds, coal royalty and sales agreements in connection with settled, pending, or threatened litigation;
- g. Providing compliance advice with respect to environmental permits and related laws, mine safety and health laws, and related regulations; and
- h. Responding to the requests of lead bankruptcy counsel and FELP for information relating to matters on which Bailey Glasser has been retained.

4. Notwithstanding Bailey Glasser's prepetition receipt of advance payments on account of postpetition services to be rendered on Special Counsel Matters, Bailey Glasser shall apply for compensation of professional services and reimbursement of expenses incurred in connection with the Special Counsel Matters in compliance with sections 330 and 331 of the Bankruptcy Code and the applicable provisions of the Bankruptcy Rules, the Local Bankruptcy Rules, the Fee Guidelines, and this Court's *Order (A) Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Retained Professionals and (B) Granting Related Relief* [Docket No. 122].

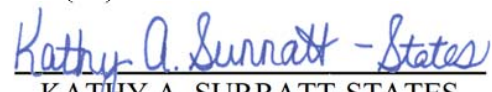
5. To the extent the Application is inconsistent with this Final Order, the terms of this Final Order shall govern.

6. Notice of the Application as provided therein is hereby deemed good and sufficient notice of such Application and the requirements of Bankruptcy Rule 6004(a) and the Local Bankruptcy Rules are satisfied by such notice.

7. Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this Final Order shall be immediately effective upon its entry.

8. The requirements set forth in Bankruptcy Rule 6003(b) are satisfied because the relief sought by the Application is necessary to avoid immediate and irreparable harm.

9. No later than two (2) business days after the date of this Final Order, the Debtors' Claims and Noticing Agent shall serve a copy of this Final Order on the Notice Parties, and shall file a certificate of service no later than twenty-four (24) hours after service.


KATHY A. SURRATT-STATES
Chief U.S. Bankruptcy Judge

DATED: April 22, 2020
St. Louis, Missouri
jjh

Order Prepared By:

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Counsel to the Debtors and Debtors in Possession

Certificate of Notice Pg 6 of 8
 United States Bankruptcy Court
 Eastern District of Missouri

In re:
 Foresight Energy LP
 Debtor

Case No. 20-41308-kss
 Chapter 11

CERTIFICATE OF NOTICE

District/off: 0865-4

User: admin
 Form ID: pdfol

Page 1 of 3
 Total Noticed: 5

Date Rcvd: Apr 22, 2020

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on Apr 24, 2020.

aty	+Aidan Synnott,	Paul, Weiss, Rifkind, Wharton & Garrison,	1285 Avenue of the Americas,
	New York, NY 10019-6031		
aty	+Alexander Woolverton,	Paul Weiss Rifkind Wharton & Garrison LL,	1285 Avenue of the Americas,
	New York, NY 10019-6031		
aty	+Michael J. Colarossi,	Paul, Weiss, Rifkind, Wharton & Garrison,	1285 Avenue of the Americas,
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aty	+Paul M. Basta,	Paul, Weiss, Rifkind, Wharton & Garrison,	1285 Avenue of the Americas,
	New York, NY 10019-6031		
aty	+Stephanie P. Lascano,	Paul, Weiss, Rifkind, Wharton & Garrison,	1285 Avenue of the Americas,
	New York, NY 10019-6031		

Notice by electronic transmission was sent to the following persons/entities by the Bankruptcy Noticing Center.
 NONE. TOTAL: 0

***** BYPASSED RECIPIENTS *****

NONE.

TOTAL: 0

Addresses marked '+' were corrected by inserting the ZIP or replacing an incorrect ZIP.
 USPS regulations require that automation-compatible mail display the correct ZIP.

Transmission times for electronic delivery are Eastern Time zone.

I, Joseph Speetjens, declare under the penalty of perjury that I have sent the attached document to the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.

Meeting of Creditor Notices only (Official Form 309): Pursuant to Fed. R. Bank. P. 2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.

Date: Apr 24, 2020

Signature: /s/Joseph Speetjens

CM/ECF NOTICE OF ELECTRONIC FILING

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system on April 22, 2020 at the address(es) listed below:

Alice Belisle Eaton	on behalf of Debtor	Foresight Energy LP
aeaton@paulweiss.com; mcolarossi@paulweiss.com; pbasta@paulweiss.com; slascano@paulweiss.com; awoolve		
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Amy A. Zuccarello	on behalf of Creditor	Lord Securities Corporation
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Brad M. Kahn	on behalf of Creditor	Ad Hoc First Lien Group
bkahn@akingump.com		
Brian C. Walsh	on behalf of Creditor	Davidson Kempner Capital Management LP
brian.walsh@bclplaw.com		
Christopher Foy	on behalf of Creditor	Illinois Department of Natural Resources
cfoy@atg.state.il.us		
Christopher J. Lawhorn	on behalf of Creditor	Javelin Global Commodities UK Ltd
cjl@carmodymacdonald.com, txs@carmodymacdonald.com; aep@carmodymacdonald.com		
Cullen Drescher Speckhart	on behalf of Creditor Committee	John Fabick Tractor Company/Fabick
Mining, Inc. cspeckhart@cooley.com, efiling-notice@ecf.pacerpro.com		
Dominique Sinesi	on behalf of Interested Party	United States of America
dominique.sinesi@usdoj.gov		
Erika L. Todd	on behalf of Creditor	Lord Securities Corporation
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Ira S Dizengoff	on behalf of Creditor	Ad Hoc First Lien Group
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Jaimie L Mansfield	on behalf of Debtor	Sugar Camp Energy, LLC
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Jaimie L Mansfield	on behalf of Debtor	Macoupin Energy LLC
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Jaimie L Mansfield	on behalf of Debtor	Tanner Energy LLC
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Jaimie L Mansfield	on behalf of Debtor	Williamson Energy, LLC
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Jaimie L Mansfield	on behalf of Debtor	Foresight Coal Sales LLC
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James Savin	on behalf of Creditor	Ad Hoc First Lien Group
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Jason D. Angelo	on behalf of Creditor	Wilmington Trust NA
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Jason D. Angelo	on behalf of Creditor Committee	Wilmington Trust, NA
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Jeffrey C Wisler	on behalf of Creditor	RESIDCO
jwisler@connollygallagher.com		

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Total Noticed: 5

Date Rcvd: Apr 22, 2020

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system (continued)

Jennifer M McLemore on behalf of Creditor Natural Resource Partners L.P., et al.
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Joel A Kunin on behalf of Creditor Cory Leitschuh jkunin@ghalaw.com, megan@ghalaw.com
Joel A Kunin on behalf of Creditor Terra Payne, as Special Administrator of the Estate of
William Daniel Hans Payne jkunin@ghalaw.com, megan@ghalaw.com
John G. Willard on behalf of Debtor American Century Mineral LLC
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John G. Willard on behalf of Debtor Foresight Energy Labor LLC jwillard@armstrongteasdale.com,
bvogt@armstrongteasdale.com
John G. Willard on behalf of Debtor Foresight Energy Finance Corporation
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John G. Willard on behalf of Debtor MaRyan Mining LLC jwillard@armstrongteasdale.com,
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John G. Willard on behalf of Debtor Akin Energy LLC jwillard@armstrongteasdale.com,
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John G. Willard on behalf of Debtor Hillsboro Transport LLC jwillard@armstrongteasdale.com,
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John T.M. Whiteman on behalf of Creditor Missouri Department of Revenue edmoecf@dor.mo.gov
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Kathryn Redmond on behalf of Debtor LD Labor Company LLC kredmond@atllp.com, bvogt@atllp.com
Kathryn Redmond on behalf of Debtor Coal Field Construction Company LLC kredmond@atllp.com,
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Kathryn Redmond on behalf of Debtor Foresight Energy LP kredmond@atllp.com, bvogt@atllp.com
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The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system (continued)

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denise@silverlakelaw.com
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Steven M. Wallace on behalf of Creditor Carol Dean Crabtree steve@silverlakelaw.com,
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Steven M. Wallace on behalf of Creditor J. Earl Baldwin, Personal Representative of the
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Steven M. Wallace on behalf of Creditor J. Earl Baldwin, Personal Representative of the
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Steven M. Wallace on behalf of Creditor Carl Inman, Executor of the Estate of Russell J.
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